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12/24/14

# ARNSTEIN & LEHR LLP

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Vanessa N. Cohn  
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December 22, 2014

## VIA OVERNIGHT MAIL

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

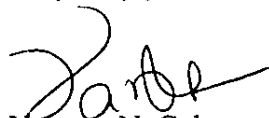
Re: Highland Oaks Professional Owner's Association, Inc.

Dear Sir or Madam:

Enclosed please find check number 3062 in the amount of \$70.00 which represents the full filing fee for articles of incorporation for a non-profit entity. Also enclosed please find an original Articles of Incorporation for Highland Oaks Professional Owner's Association, Inc., a copy of the same, and a self-addressed stamped envelope for return of the articles once they have been filed.

Please do not hesitate to contact my assistant, Alyssa Beene, if you have any questions. Her direct phone number is 813-574-5042.

Very truly yours,



Vanessa N. Cohn  
Arnstein & Lehr LLP

VNC:amb  
Enclosure

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14 DEC 23 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION FOR  
HIGHLAND OAKS PROFESSIONAL OWNERS' ASSOCIATION, INC.**

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NOT FOR PROFIT, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be **HIGHLAND OAKS PROFESSIONAL OWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "**Association**", these Articles of Incorporation as the "**Articles**", and the By-Laws of the Association as the "**By-Laws**". The principal office and mailing address of the Association shall be **1928 Highland Oaks Boulevard, Lutz, Florida, 33549**, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "**Act**") for the operation of that certain condominium located in Pasco County, Florida, and known as Highland Oaks Professional, A Condominium (the "**Condominium**").

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Pasco County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

## **ARTICLE 4**

### **POWERS**

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments (including Special Assessments) and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association, or for which the Association may otherwise become responsible.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, ownership and possession of units if provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property.

(h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of

Assessments (including Special Assessments), preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation of the Condominium.

(j) To execute all documents or consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Owner, by acceptance of the deed to such Owner's Unit, appoints and designates the Board of Directors of the Association as such owner's agent and attorney-in-fact to execute, any and all such documents or consents.

(k) To operate and maintain the surface water management system, if any, serving the Condominium in accordance with applicable law.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida not for Profit Corporation Statute.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

## **ARTICLE 5**

### **MEMBERS**

5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, each member shall exercise or cast a vote equal to the Unit's Percentage Interest in Common Elements as shown in Exhibit "D" to the Declaration on each question where a membership vote is required. Cumulative voting shall not be allowed, therefore, a vote cannot be divided. The vote of members holding 66 2/3% of the Voting Interest shall decide any question brought before such meeting, unless the question is one upon which, by express provision in the Declaration or the Bylaws a different vote is required, in which case such express provision shall govern and control. All voting of the members shall be by voice, ballot, written consent or proxy, and members shall have the option to attend and vote by telephone.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special Meetings of members other than the annual meeting.

## **ARTICLE 6**

### **TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE 7**

### **INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

NAME	ADDRESS
E. William Reiber	5055 Gulf of Mexico Drive #331 Longboat Key, Florida, 34228

## **ARTICLE 8**

### **OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the

removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Jay A. Nelson  
1928 Highland Oaks Boulevard  
Lutz, Florida, 33549

President

Dino Lontoc  
1900 Highland Oaks Boulevard  
Lutz, Florida, 33549

Vice President

Joseph Aprile  
1932 Highland Oaks Boulevard  
Lutz, Florida, 33549

Secretary/Treasurer

## **ARTICLE 9**

### **DIRECTORS**

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors must be members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association Existing under the Act, as the same may be amended from time to time, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed without cause by vote of members holding 66 2/3% of the Voting Interest. Vacancies on the Board of Directors shall be filled by vote of members holding 51% of the Voting Interest.

9.4 First Directors. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

See Next Page

NAME	ADDRESS
Jay A. Nelson	1928 Highland Oaks Boulevard Lutz, Florida, 33549
Joseph Aprile	1932 Highland Oaks Boulevard Lutz, Florida, 33549
Dino Lontoc	1900 Highland Oaks Boulevard Lutz, Florida, 33549

9.5 Standards. A Director shall discharge his duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in Question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

## ARTICLE 10 INDEMNIFICATION

10.1 Every Director and every Officer of the Association shall be indemnified by the Association against all reasonable expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all of the rights to which such Director or Officer may be entitled.



10.2 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Indemnitee of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.3 Alternative Relief. Despite any contrary determination of the Board of Directors to provide indemnification in any particular case, an Indemnitee of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

10.4 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

10.5 Definitions. For purposes of this Article 10, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; and the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer, the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

10.6 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 10 shall be applicable as to any Indemnitee who has not given his prior written consent to such amendment.

## **ARTICLE 11**

### **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors. No portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the material rights of mortgagees of Units without their prior written consent.

**ARTICLE 12**  
**AMENDMENTS**

Amendments to the Articles shall be proposed and adopted in the following manners:

12.1 Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the Members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of no less than 66 2/3% of the Members.

12.3 No amendment shall make changes in the qualifications for membership, or the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages on condominium Units. No Amendment shall be made that is in conflict with the Condominium Act or the Declaration.

12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pasco County, Florida.

12.5 Conflicts. In the event of any conflict between the provisions of these Articles and the Declaration and/or the By-Laws, the Declaration shall have priority over these Articles and these Articles shall have priority over the By-Laws.


**ARTICLE 13**  
**INITIAL REGISTERED OFFICE;**  
**ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered agent and registered office of this corporation shall be:

Jay A. Nelson

1928 Highland Oaks Boulevard  
Lutz, Florida, 33549

IN WITNESS WHEREOF the Incorporator has affixed his signature the day and year set forth below.

  
\_\_\_\_\_  
E. William Reiber

Title: Incorporator

Date: ~~November~~ <sup>TH</sup> 10, 2014  
December

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

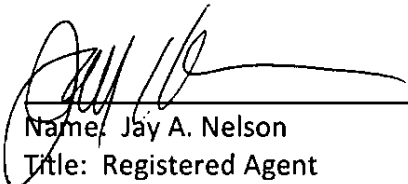
**HIGHLAND OAKS PROFESSIONAL OWNERS' ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

Jay A. Nelson

1928 Highland Oaks Boulevard  
Lutz, Florida, 33549

3. HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Name: Jay A. Nelson  
Title: Registered Agent  
Date: ~~November~~ 10, 2014  
December 10, 2014

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TALLAHASSEE, FLORIDA